

NUMERO

DECLARATION SUR L'HONNEUR DU 12 NOVEMBRE 2008

In the year two thousand and eight, on the twelfth of November.

Before M^e Jean **SECKLER**, notary residing in Junglinster, (Grand-Duchy of Luxembourg), undersigned;

APPEARED:

M^e Marc **KLEYR**, attorney-at-law (*avocat à la Cour*), residing professionally in L-1521 Luxembourg, 122, rue Adolphe Fischer, (Grand-Duchy of Luxembourg).

In relation with the matter **LEHMAN BROTHERS HOLDINGS INC., et al., Debtors**, Chapter 11 Case No. 08-13555 (JMP), (Jointly Administered), the said appearing person deposes and states under oath the following:

1. I am a lawyer admitted to the Luxembourg Bar Association and managing partner of **KLEYR GRASSO ASSOCIES**, located at 122, rue Adolphe Fischer, L-1521 Luxembourg (Grand-Duchy of Luxembourg), (the "Firm").

2. **Lehman Brothers Holdings Inc. ("LBHI")** and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases.

The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not

have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm no monies for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit (if necessary).

STATEMENT

The undersigned notary, who understands and speaks English and French, states herewith that, on request of the above appearing person, the present deed is worded in English followed by a French version; on request of the same appearing person, and in case of discrepancies between the English and the French text, the English version will prevail.

WHEREOF the present notarial deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The document having been read and interpretation given to the appearing person, the latter has signed with Us, the notary, the present deed.

suit la version anglaise de ce qui précède:

L'an deux mille huit, le douze novembre.

Pardevant Maître Jean **SECKLER**, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

Maître Marc **KLEYR**, avocat à la Cour, demeurant professionnellement à L-1521 Luxembourg, 122, rue Adolphe Fischer (Grand-Duché de Luxembourg).

En relation avec l'affaire *LEHMAN BROTHERS HOLDINGS INC., et al., Debtors, Chapter 11 Case No. 08-13555 (JMP), (Jointly Administered)*, ledit comparant dépose et déclare sous serment ce qui suit:

1. Je suis avocat à la Cour inscrit au Barreau de Luxembourg et *managing partner* de **KLEYR GRASSO ASSOCIES**, établie au 122, rue Adolphe Fisher, L-1521 Luxembourg, Grand-Duché de Luxembourg (l'"Etude").

2. **Lehman Brothers Holdings Inc.** ("**LBHI**") et ses débiteurs affiliés dans les affaires relatives au *Chapter 11* susmentionnées, en tant que *debtors* et *debtors in possession* (ensemble, les "**Debtors**" et, collectivement avec leurs débiteurs non affiliés, "**Lehman**"), ont demandé que l'Etude fournisse des conseils juridiques aux *Debtors*, et l'Etude a accepté de fournir de tels services.

3. L'Etude pourrait avoir fourni par le passé et pourrait encore fournir à l'avenir des services à des personnes qui sont des parties intéressées dans les affaires du *Chapter 11* des *Debtors*, mais que dans des matières non liées à ces affaires de *Chapter 11*. Dans le cadre de son activité habituelle, l'Etude est engagée dans des affaires, procédures et transactions impliquant de nombreuses parties différentes dont certaines pourraient représenter ou être créanciers, ou employés, des *Debtors*, ou d'autres parties intéressées dans ces affaires de *Chapter 11*.

L'Etude ne preste pas de services pour une quelconque de ces personnes en relation avec ces affaires de *Chapter 11*. De plus, l'Etude n'entretient aucune relation avec une quelconque de ces personnes, leurs avocats ou comptables, qui pourrait être contraire aux intérêts des *Debtors* ou de leur patrimoine.

4. Ni moi-même, ni aucun responsable ou employé de l'Etude n'a convenu de partager ni ne partagera une quelconque partie de la rémunération à recevoir des *Debtors* avec une quelconque personne autre que les responsables et employés permanents de l'Etude.

5. Ni moi-même, ni aucun responsable ou employé de l'Etude, dans la mesure de ce qu'il m'a été possible de déterminer, ne détient ou représente un intérêt contraire à celui des *Debtors* ou de leur patrimoine.

6. Les *Debtors* ne doivent aucune somme à l'Etude pour des services rendus préalablement à la procédure.

7. L'Etude est entrain de procéder à des investigations supplémentaires concernant son engagement par un quelconque créancier des *Debtors*, et, à l'issue de ces investigations, ou à tout moment durant la période de son engagement, si l'Etude devait découvrir de quelconques faits relatifs aux matières ici décrites, l'Etude suppléera l'information contenue dans cette déclaration sous

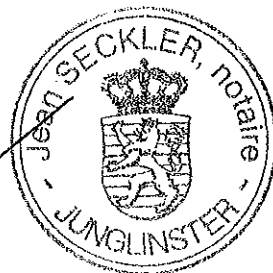
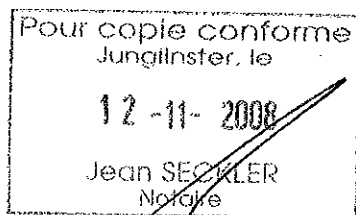
serment (si nécessaire).

DECLARATION

Le notaire soussigné, qui comprend et parle l'anglais et le français, déclare par les présentes, qu'à la requête du comparant le présent acte est rédigé en anglais suivi d'une version française; à la requête du même comparant, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au comparant, agissant comme dit ci-avant, connu du notaire par son nom, prénom, état civil et domicile, ledit comparant a signé avec Nous notaire le présent acte.



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

KLEYR GRASSO ASSOCIES

122, rue Adolphe Fisher

L-1521 Luxembourg

LUXEMBOURG

2. Date of retention: October, 6th 2008

3. Type of services provided (accounting, legal, etc.):

Legal services / counsel relating to Debtors' entities /affiliates in

Luxembourg.
4. Brief description of services to be provided:

Our firm has been engaged as local counsel in Luxembourg in relation to

insolvency law and corporate law issues / questions which may arise in

relation to the direct or indirect subsidiaries or affiliates of the Debtors

which are Luxembourg entities.
5. Arrangements for compensation (hourly, contingent, etc.)

Compensation on a time spent basis for our fees; expenses and

disbursements in addition thereof.
 - (a) Average hourly rate (if applicable):

Partner hourly rate: EUR 385.- / Associate hourly rate: EUR 235.-
 - (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

N/A
6. Prepetition claims against the Debtors held by the firm:

Amount of claim: None

Date claim arose: N/A

Source of Claim: N/A
7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm: None

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm: None

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

11. Name of individual completing this form:

Maître Marc KLEYR